

DEC 28 '10 -4 30 PM

**SURFACE TRANSPORTATION BOARD**

December 28, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: TTX Company  
Partial Termination of Lease  
Lease No. 38-C

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Partial Termination of Lease 38-C dated as of December 28, 2010, between The Bank of New York Mellon Trust Company, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee, as lessor ("*Lessor*"), and TTX Company as lessee ("*Lessee*").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 18283 and supplements thereto were subsequently filed under Recordation Numbers 18283-B, 18283-C and 18283-D.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Lessor: The Bank of New York Trust Company, N.A.  
Bank of New York Mellon Trust  
Chicago Corporate Trust  
Two North LaSalle Street, Suite 1020  
Chicago, IL 60602

Chapman and Cutler LLP

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 214 railcars (including casualties) within the series DTTX 75606 - DTTX 75767, DTTX 720134 - DTTX 720199, DTTX 25334 - DTTX 25357, DTTX 25294 - DTTX 25437, and DTTX 54660 - DTTX 54957 as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Partial Termination of Lease 38-C.

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 2003


Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By

  
Karim R. Merchant

KRM/dk  
Enclosures

RECORDATION NO. 18283-6 FILED

DEC 28 '10 -4 30 PM

**SCHEDULE 1  
LEASE No. 38-C**

**SURFACE TRANSPORTATION BOARD**

**PURCHASED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
<b>PURCHASED RAILCARS</b>			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75606 - 75629	47
		75702 - 75712	
		75714 - 75725	
		75758 - 75767	10
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720134 - 720138	5
		720139	1
		720186 - 720187	13
		720189 - 720199	
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25334	15
		25336 - 25341	
		25344 - 25345	
		25347 - 25349	
		25355 - 25357	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25294 - 25297	4
		25419 - 25425	16
		25427 - 25429	
		25431 - 25436	

Single-unit double-stack container well cars, with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54660 - 54695	38
		54698 - 54699	
		54792 - 54800	55
		54802 - 54804	
		54807 - 54824	
		54931 - 54934	
		54936 - 54951	
		54953 - 54957	

TOTAL PURCHASED			<u>204</u>
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**CASUALTIED RAILCARS**

Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75713	1
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Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720188	1
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Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25346	1
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Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25426	3
		25430	
		25437	

Single-unit double-stack container-well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54801	4
		54806	
		54935	
		54952	

TOTAL CASUALTIED			10
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**TOTAL ALL RAILCARS**

**214**

**PARTIAL TERMINATION OF LEASE 38-C  
(STB)**

THIS PARTIAL TERMINATION OF LEASE 38-C is made and entered into as of December 28, 2010 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and TTX Company as Lessee ("*Lessee*").

1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 38-C), dated as of June 30, 1993 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18283 and supplements thereto were subsequently filed under Recordation Numbers 18283-B, 18283-C and 18283-D.

2. The Lease, solely with respect to the railroad equipment set forth on Exhibit A attached hereto, is terminated effective as of the date hereof. The Lease shall otherwise remain in full force and effect as to all other Equipment (as defined in the Lease) covered by the Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., not in its individual capacity,  
but solely as Owner Trustee

By: M. Callahan  
Title: VICE PRESIDENT

TTX COMPANY, as Lessee

By: \_\_\_\_\_  
Title: \_\_\_\_\_



IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., not in its individual capacity,  
but solely as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

TTX COMPANY, as Lessee

By:  \_\_\_\_\_  
Title: SVP - Law

STATE OF Illinois )  
 ) SS.:  
COUNTY OF COOK )

On this, the 21<sup>st</sup> day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared M. CALLAHAN who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 21<sup>st</sup>, 2010 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Julie Meadors  
Name: Julie Meadors  
Notary Public  
My Commission Expires: 1-7-12  
Residing in Illinois

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of TTX COMPANY, that said instrument was signed on December \_\_, 2010 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December \_\_, 2010 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF IL )  
 ) SS.:  
COUNTY OF COOK )

On this, the 28th day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared Patrick Loftus, who being by me duly sworn, says that (s)he is the SVP of TTX COMPANY, that said instrument was signed on December 28, 2010 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Mary Iden  
Name: Mary Iden  
Notary Public  
My Commission Expires:  
Residing in Chicago IL

**EXHIBIT A  
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
<b>PURCHASED RAILCARS</b>			
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		75714 - 75725	
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		720186 - 720187	13
		720189 - 720199	
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25334	15
		25336 - 25341	
		25344 - 25345	
		25347 - 25349	
		25355 - 25357	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25294 - 25297	4
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Single-unit double-stack container well cars, with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54660 - 54695	38
		54698 - 54699	
		54792 - 54800	55
		54802 - 54804	
		54807 - 54824 54931 - 54934	

54936 - 54951  
54953 - 54957

**TOTAL PURCHASED**

**204**

**CASUALTIED RAILCARS**

Five-unit articulated double-stack  
container well cars with capacity for  
20' to 48' containers in all wells -  
DTTX

GUNDERSON

75713

1

Five-unit articulated double-stack  
container well cars with capacity for  
20' to 48' containers in all wells -  
DTTX

THRALL

720188

1

Four-unit drawbar-connected  
double-stack container well cars  
with capacity for 20' to 48'  
containers in all wells - DTTX

THRALL

25346

1

Three-unit drawbar-connected  
double-stack container well cars  
with capacity for 20' to 48'  
containers in all wells - DTTX

THRALL

25426

3

25430

25437

Single-unit double-stack container-  
well cars with capacity for 20' to  
48' containers in all wells - DTTX

THRALL

54801

4

54806

54935

54952

**TOTAL CASUALTIED**

**10**

**TOTAL ALL RAILCARS**

**214**

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/28/12



\_\_\_\_\_  
Robert W. Alvord